

JAN 30 '07

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SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

January 26, 2007

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 17, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22774-J.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company
1200 Peachtree St., NE Box 152
Atlanta, GA 30309

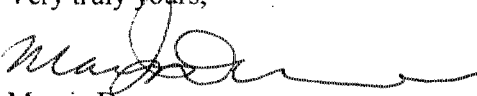
A description of the railroad equipment covered by the enclosed document is eighty-one (81) 50' Plate "F" box cars with 10" plug doors and 286 GRL, having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Rail Documentation Specialist

Enclosures

(NS077)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of January, 2007 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996; whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 49 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of February 1, 2007, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: MGR. OF DOCUMENTATION

Executed on this 17th day of January, 2007

[CORPORATE SEAL]

RECORDATION NO. 22774-M FILEDSTATE OF ILLINOIS

JAN 30 '07

2-38 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

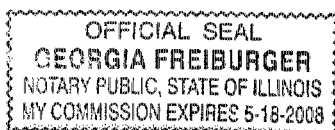
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of January, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY
COMPANY

ATTEST:

By: _____
Name: _____
Title: _____

By: Deborah H Butler
Name: Deborah H Butler
Title: VP Customer Service

Executed on this 12th day of Jan., 2007.

[CORPORATE SEAL]

STATE OF Georgia
COUNTY OF Cobb

I, DIANNE M. JOHNSON, a Notary Public of the County and State
aforesaid, certify that Deborah H. Butler personally appeared before
me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of JANUARY, 2007.

Dianne M. Johnson
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 8, 2007

(Notary Public)

MY COMMISSION EXPIRES MAY 8, 2007

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-one (81)

DESCRIPTION OF CARS: 50' Plate "F" box cars with 10' plug doors and 286 GRL

CAR NUMBERS:

NOKL 560801	NOKL 560946	NOKL 570216
NOKL 560803	NOKL 560953	NOKL 570217
NOKL 560804	NOKL 560958	NOKL 570218
NOKL 560807	NOKL 560962	NOKL 570220
NOKL 560820	NOKL 560963	NOKL 570221
NOKL 560821	NOKL 560964	NOKL 570222
NOKL 560827	NOKL 560966	NOKL 570223
NOKL 560828	NOKL 560974	NOKL 570224
NOKL 560831	NOKL 560978	NOKL 570226
NOKL 560835	NOKL 560980	NOKL 570227
NOKL 560840	NOKL 560983	NOKL 570228
NOKL 560848	NOKL 560984	NOKL 570229
NOKL 560862	NOKL 560987	NOKL 570230
NOKL 560863	NOKL 560991	NOKL 570231
NOKL 560877	NOKL 560998	NOKL 570232
NOKL 560891	NOKL 570200	NOKL 570233
NOKL 560892	NOKL 570201	NOKL 570234
NOKL 560913	NOKL 570202	NOKL 570235
NOKL 560918	NOKL 570204	NOKL 570236
NOKL 560923	NOKL 570205	NOKL 570237
NOKL 560926	NOKL 570206	NOKL 570238
NOKL 560928	NOKL 570207	NOKL 570242
NOKL 560930	NOKL 570208	NOKL 570246
NOKL 560935	NOKL 570209	NOKL 570247
NOKL 560936	NOKL 570211	NOKL 570248
NOKL 560937	NOKL 570212	Count: 81
NOKL 560942	NOKL 570213	
NOKL 560944	NOKL 570214	